FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OTATEMENIT OF		

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden esponse: 0.5

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See footnotes(3)(4)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Carlyle Holdings I GP Sub L.L.C.

(First)

(Middle)

(Last)

	tion 1(b).	illue. See	Filed	d pursua		Section 30(h) o									<u>[[</u>	nours per r	espons	e:	0.5
ı	nd Address o	f Reporting Person*		2. Iss	uer N	ame <b>ar</b>	nd Tick	er or	Trading	Symb	ol	1340	5	. Relationshi Check all app Direc	olicable	)	,	s) to Iss	
(Last) (First) (Middle) C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH			04/0	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2022  4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Jo									v)		b	other (spelow)			
(Street) WASHII	NGTON D	C 2	20004-2505			,		3				,	' I.	ine) Form	filed b	y One Re y More th	porting	Perso	n
(City)	(S		Zip)																
1. Title of	Security (Ins		2. Transaction Date (Month/Day/Year)	2A. D Execu	eemed	d Date,	3. Trans	action (Instr.	4. Se Dispe	curities	s Acqu	ired (A		5. Amount Securities Beneficial Owned Following	of	6. Owner Form: D (D) or Indirect (Instr. 4	irect (I)	7. Natu Indired Benefi Owner (Instr.	ct icial rship
							Code	v	Amo	unt	(A) o (D)	r <sub>Pric</sub>	ce	Reported Transactio (Instr. 3 an					
Class A	Common St	tock	04/07/2022				<b>S</b> <sup>(1)</sup>		8,5	546	D	\$57.2257(2		41,757	41,757,268		I		iotes(3)(4
		Tal	ble II - Derivati (e.g., pu												d				
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Security or Exercise (Month/Day/		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)	ction	5. Number of		6. Da	te Exer	Exercisable and tion Date //Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follow Repor	ities icially d ving ted action(s)	10. Ownersh Form: Direct (D or Indired (I) (Instr.	t (D) direct	Benefici Owners (Instr. 4)
				Code	v	(A)	(D)	Date Exerc	cisable	Expii Date	ration	Title	Amount or Number of Shares						
l	nd Address o Group I	f Reporting Person <sup>*</sup> <u>nc.</u>																	
l .		(First) LE GROUP, 1001 AVE., N.W., SUI		ſ	-														
(Street)		DC	20004-2505		-														
(City)		(State)	(Zip)																
		f Reporting Person*																	
l .		(First) LE GROUP, 1001 AVE., N.W., SUI		I															
(Street)	NGTON	DC	20004-2505																
(City)		(State)	(Zip)																
1. Name a	nd Address o	f Reporting Person*																	

C/O THE CARLYLE GROUP, 1001									
PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH									
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>Carlyle Holdings I L.P.</u>									
(Last)	(First)	(Middle)							
C/O THE CARLYLE GROUP, 1001									
PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH									
(Street) WASHINGTON	DC	20004-2505							

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.00 to \$57.625. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 3. Following the transactions reported herein, includes (i) 20,936,560 shares of Class A Common Stock held of record by CP VI Evergreen Holdings, L.P. ("CP VI Evergreen") and (ii) 20,820,708 shares of Class A Common Stock held of record by Carlyle Partners VI Evergreen Holdings, L.P. ("Carlyle Evergreen").
- 4. The Carlyle Group Inc., which is a publicly traded entity listed on the Nasdaq, is the sole shareholder of Carlyle Holdings I GP Inc., which is the sole member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which, with respect to the securities held of record by Carlyle Evergreen and CP VI Evergreen, is the managing member of CG Subsidiary Holdings L.L.C., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group VI S1, L.P., which is the general partner of TC Group VI S1, L.P., which is the general partner of Carlyle Evergreen and CP VI Evergreen.

## Remarks:

Due to the limitations of the electronic filing system, each of CG Subsidiary Holdings L.L.C., TC Group, L.L.C., TC Group Sub L.P., TC Group VI S1, L.L.C., TC Group VI S1, L.L.C., TC Group VI S1, L.L.C., TC Group VI S1, L.P., Carlyle Partners VI Evergreen Holdings, L.P., and CP VI Evergreen Holdings, L.P. are filing a separate Form 4.

The Carlyle Group Inc., By: /s/ Anne Frederick, Attorney-04/11/2022 in-fact for Curtis L. Buser, Chief Financial Officer Carlyle Holdings I GP Inc., By: /s/ Anne Frederick, 04/11/2022 Attorney-in-fact for Curtis L. Buser, Managing Director and Chief Financial Officer Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its sole member, By: /s/ Anne Frederick, Attorney- 04/11/2022 in-fact for Curtis L. Buser, Managing Director and Chief Financial Officer Carlyle Holdings I L.P., By: /s/ Anne Frederick, Attorney-04/11/2022 in-fact for Curtis L. Buser, Managing Director \*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.